

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

bossini

BOSSINI INTERNATIONAL HOLDINGS LIMITED

堡獅龍國際集團有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 592)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting of Bossini International Holdings Limited (the “**Company**”) will be held at 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on Tuesday, 21 March 2023 at 12:30 noon for the following purposes:

ORDINARY RESOLUTION

To consider and, if thought fit, to pass, with or without modifications, the following resolution as ordinary resolution of the Company:

1. “**THAT:**

the authorised share capital of the Company be increased from HK\$300,000,000 divided into 3,000,000,000 shares of HK\$0.10 each (the “**Shares**”) to HK\$1,000,000,000 divided into 10,000,000,000 Shares by the creation of an additional 7,000,000,000 Shares (the “**Increase in Authorised Share Capital**”), such Shares shall rank *pari passu* in all respects; and that any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

* For identification purposes only

SPECIAL RESOLUTION

To consider, and if thought fit, to pass the following resolution, with or without modification, as a special resolution of the Company:

2. **“THAT**

- (a) the proposed amendments to the existing bye-laws of the Company (the **“Proposed Amendments”**), details of which are set out in the section headed **“APPENDIX – PROPOSED AMENDMENTS TO THE BYE-LAWS”** in the circular of the Company dated 3 March, 2023, be and are hereby approved and confirmed; and
- (b) any one or more of the directors of the Company or the company secretary of the Company be and is/are hereby authorised to execute all such documents and do all such other acts and things as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to effect the Proposed Amendments and any of the foregoing.”

By Order of the Board
Bossini International Holdings Limited
Mr. Victor Herrero
Chairman and Non-executive Director

Hong Kong, 3 March 2023

Notes:

- 1. A form of proxy for use at the meeting is enclosed herewith.
- 2. A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- 3. To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).
- 4. Where there are joint registered holders of any Share, any one of such persons may vote at the meeting either personally or by proxy in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the Register of Members shall alone be entitled to vote in respect of such Share.

5. Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the resolution set out in this Notice will be decided by poll at the above meeting.
7. For determining the entitlement to attend and vote at the Special General Meeting, the Register of Members will be closed from Thursday, 16 March 2023 to Tuesday, 21 March 2023, both days inclusive. During this period, no transfer of Shares will be registered. In order to be eligible to attend and vote at the Special General Meeting, all transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 15 March 2023.
8.
 - (i) If tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 7:00 a.m. at the date of the Special General Meeting, the Special General Meeting will be postponed. Shareholders will be informed of the date, time and venue of the postponed Meeting by a supplementary notice posted on the respective websites of the Company (www.bossini.com) and The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).
 - (ii) The Special General Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. Members should make their own decision as to whether they would attend the Special General Meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the Board comprises two executive directors, namely Mr. CHEUNG Chi (Co-Chief Executive Officer) and Mr. ZHAO Jianguo, two non-executive Directors, namely Mr. Victor HERRERO (Chairman) and Mr. LAW Ching Kit Bosco, and three independent non-executive directors, namely Mr. LEE Kwok Ming, Prof. SIN Yat Ming and Mr. CHEONG Shin Keong.